UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

A

In re : Chapter 11

DELPHI CORPORATION, et al : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF PENNSYLVANIA:

: SS

COUNTY OF PHILADELPHIA:

James J. Donohue, being duly sworn, deposes and says:

- 1. I am a principal of White and Williams LLP which firm maintains offices at 1800 One Liberty Place, Philadelphia, Pa. 19103.
- 2. Neither I, White and Williams LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
- 3. White and Williams LLP has represented and advised the Debtors in Pennsylvania with respect to a broad range of aspects of the Debtors' businesses.
- 4. The Debtors have requested and White and Williams LLP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and White and Williams LLP proposes, to render the following services to the Debtors:

To provide a defense in product liability matters pending in Pennsylvania.

- 5. White and Williams LLP's current fee arrangement is \$200.00 per hour
- 6. Except as set forth herein, no promises have been received by White and Williams LLP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

- 7. White and Williams LLP has no agreement with any entity to share with such entity any compensation received by White and Williams LLP.
- 8. White and Williams LLP and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. White and Williams LLP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
- 9. Neither I, White and Williams LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which White and Williams LLP is to be engaged.
- 10. The foregoing constitutes the statement of White and Williams LLP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

YAMES J. DONOHUE

Subscribed and sworn before me this 2) At day of December, 2005.

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal Mary Beth Bennington, Notary Public City of Philadelphia, Philadelphia County My Commission Expires Mar. 10, 2007

Member, Pennsylvania Association of Notaries

CERTIFICATE OF SERVICE

I, Eileen Kaminski, Legal Assistant, hereby certifies that on January 5, 2006, she served a copy of the affidavit of Legal Ordinary Counsel Professional James J. Donohue upon the following interested parties via first class mail:

James J. Donohue, Esquire White and Williams LLP 1800 One Liberty Place Philadelphia, Pa. 19103

Delphi Corporation Attention: General Counsel 5725 Delphi Drive Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom Attention: John W. Butler, Jr., Esquire 333 West Wacker Drive, Suite 2100 Chicago, IL 60606

United States Trustee Attention: Alicia M. Leonhard, Esquir 33 Whitehall Street, Suite 2100 New York, NY 10044

Dated: January 5, 2006

Latham & Watkins Attention: Mark A. Broude, Esquire 885 Third Avenue New York, NY 10022

Simpson Thacher & Bartlett LLP Attention: Marissa Wesley, Esquire 425 Lexington Avenue New York, NY 10017

David Polk & Wardell Attention: Marlane Melican, Esquire 450 Lexington Avenue New York, NY 10017

Melissa S. Schmitt, Legal Assistant Ellmann & Ellmann, P.C. 308 W. Huron Ann Arbor, MI 48103-4202

Éileen Kaminski Legal Assistant

White and Williams LLP 1800 One Liberty Place Philadelphia, Pa. 19103

215-864-7038

Subscribed and sworn before me this 5th day of January, 2006.

Notar **P**ublic

<u> EOMMONWEALTH OF PENNSYLVANIA</u>

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